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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : **Chapter 11**
DELPHI CORPORATION, *et al.* : **Case No. 05-44481 (RDD)**
: **(Jointly Administered)**
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**CERTIFICATE OF SERVICE OF SECOND APPLICATION OF CADWALADER,
WICKERSHAM AND TAFT LLP AS ATTORNEYS FOR THE DEBTORS FOR
INTERIM ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES INCURRED FROM FEBRUARY 1, 2006 THROUGH MAY 31, 2006**

I hereby certify that, pursuant to the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered on November 4, 2005, as modified by the Order Approving Joint Interest Agreement Between Debtors and Official Committee of Unsecured Creditors, Implementing Protective Order, and Approving Procedures To Protect Information in Fee Statements, entered on April 18, 2006 (together, the “Administrative Order”), copies of Cadwalader, Wickersham & Taft LLP’s First Application for Interim Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred from February 1, 2006 through May 31, 2006, was served, on the 28th day of July 2006, by U.S. Mail, postage prepaid, on:

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, Suite 2100
New York, New York 10004
Attn: Alicia M. Leonhard, Esq.

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Troy, Michigan 48098
Attn: Joseph Papelian, Esq.

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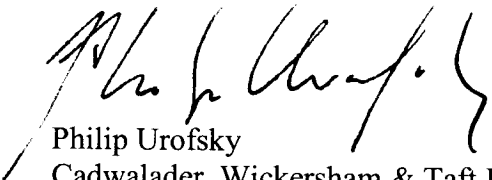
Valeria Venable
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Member of the Fee Committee

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Member of the Fee Committee

John D. Sheehan
Vice President & Chief Restructuring Officer
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098
Member of the Fee Committee

I further certify that, pursuant to the Administrative Order, notice of the filing of said Application has been provided, via electronic mail, to the "2002 Entities" listed in the database at www.delphidocket.com as of the date hereof.

Dated: Washington, District of Columbia
July 31, 2006



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*Attorneys Employed in the Ordinary Course
for the Debtors and Debtors in Possession*